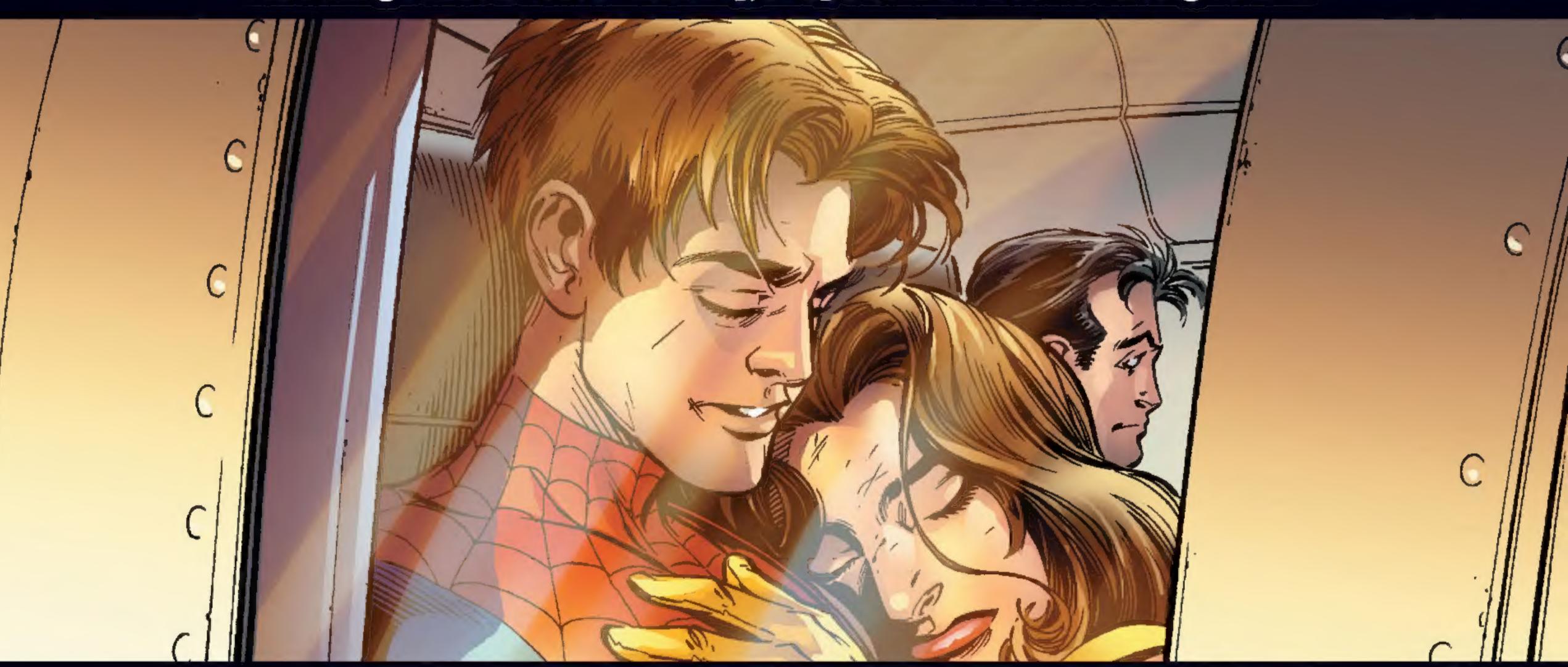


## PREVIOUSLY IN ULTIMATE SPIDER-MAN...

The bite of a genetically-altered spider granted high school student Peter Parker incredible, arachnid-like powers! When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power must also come great responsibility...

Having recently broken up with his girlfriend, Mary Jane, Peter started dating Kitty Pryde, member of the super-powered mutant team, the X-Men. Kitty—whose identity as the super hero Shadowcat is known to the world—tried to create as normal a relationship as circumstances would allow.

Unfortunately, Spidey and the X-Men were caught in a battle on the island of Krakoa, which was broadcast on TV and endlessly copied on the Internet. The video showed a clear romantic relationship between Shadowcat and Spider-Man...meaning that, without revealing Peter's secret identity, Kitty couldn't also be dating Peter...



## Part 1 of 2

Brian Michael

Bendis

WRITER

Mark Bagley Penciler John & Jimmy Dell Palmiotti INKERS

Richard Isanove COLORIST VC's Cory

Petit

LETTERER

Brad Johansen PRODUCTION Nicole
Boose
ASST: EDITOR

John Barber ASSOC. EDITOR Ralph Macchio EDITOR

Joe Quesada EDITOR IN CHIEF Dan Buckley PUBLISHER

Cover: Mark Bagley & Richard Isanove

Correction: Last issue, inks were by John Dell and Mark Morales.

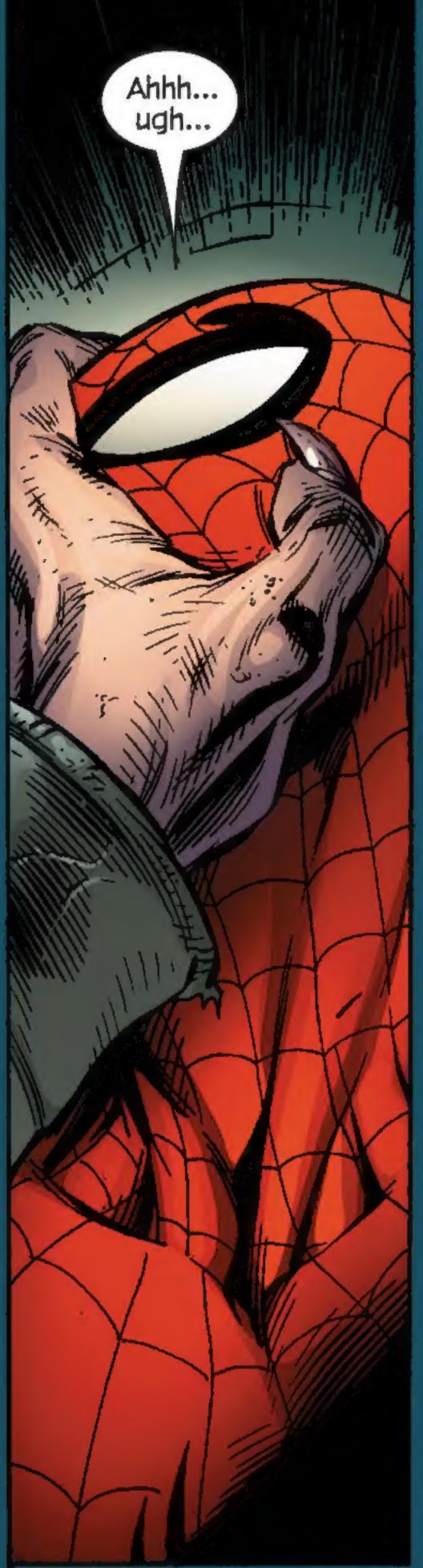
© 2011 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.





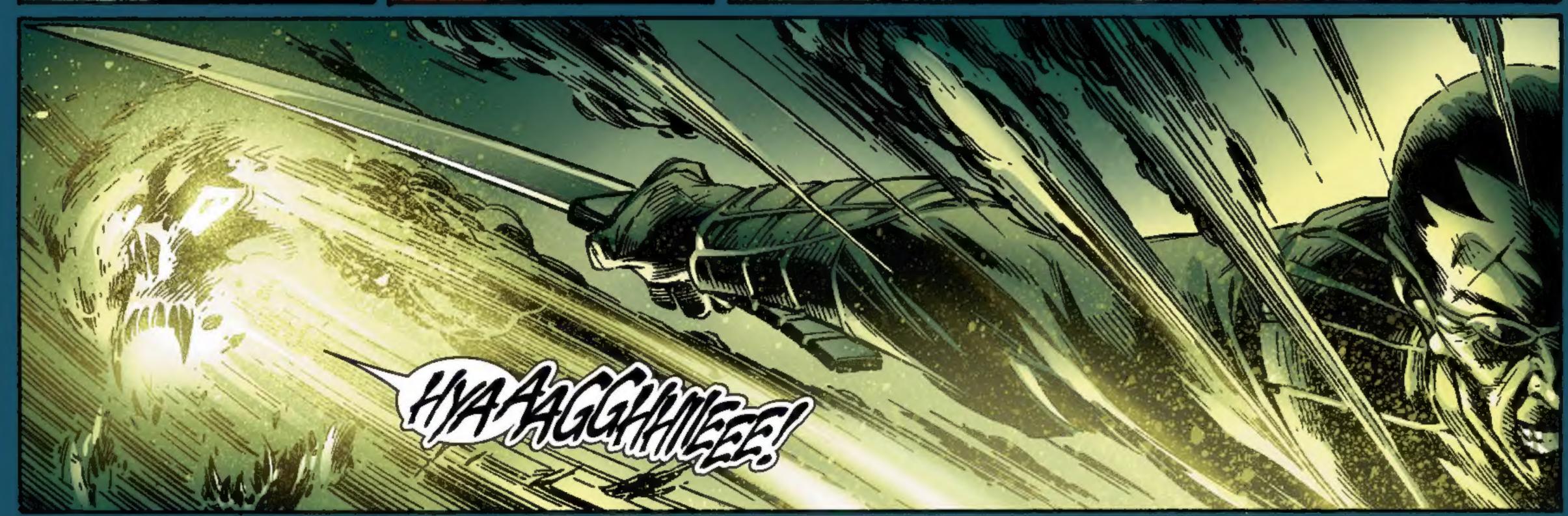




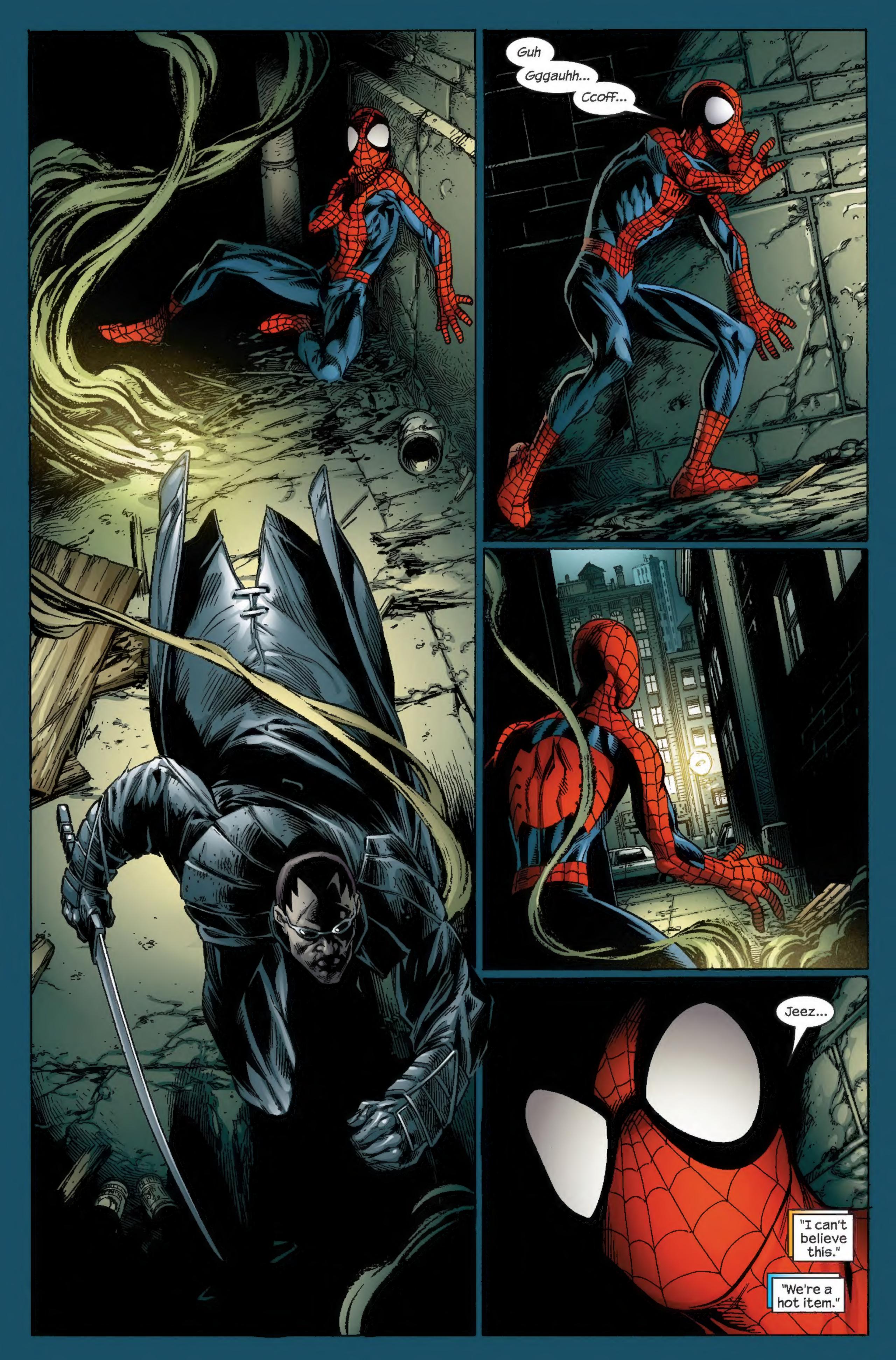






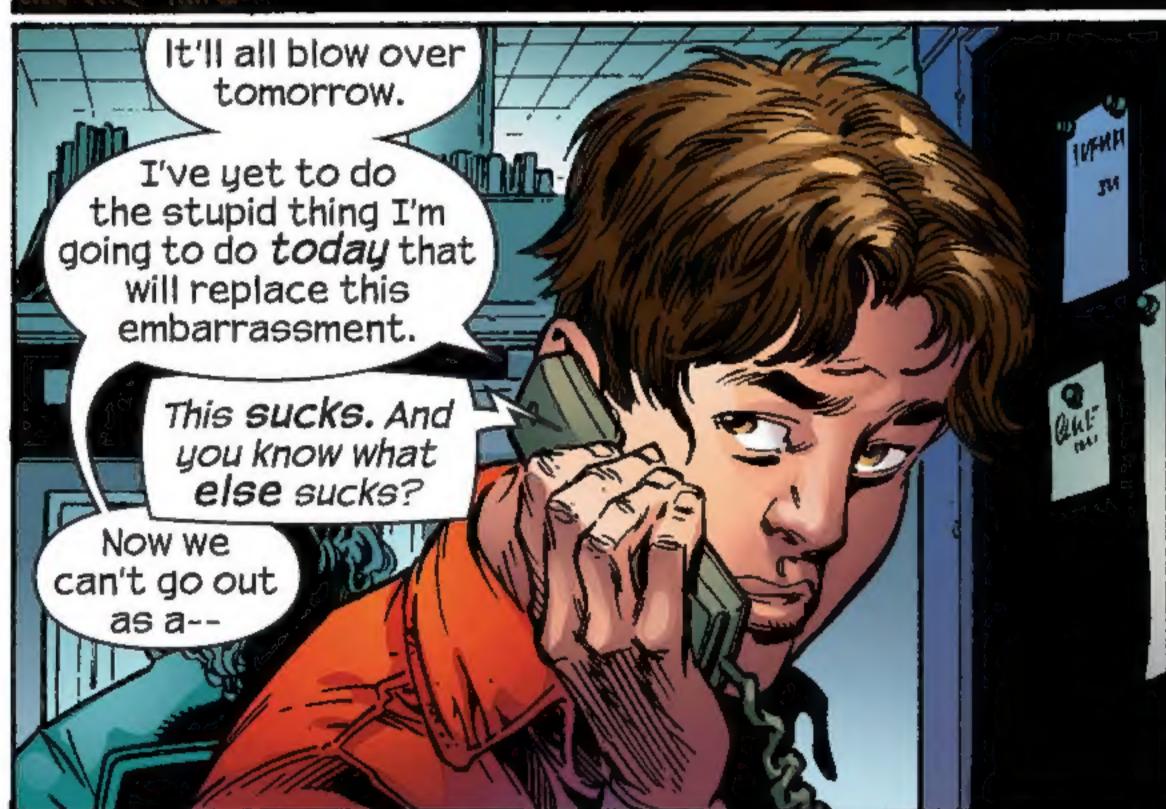






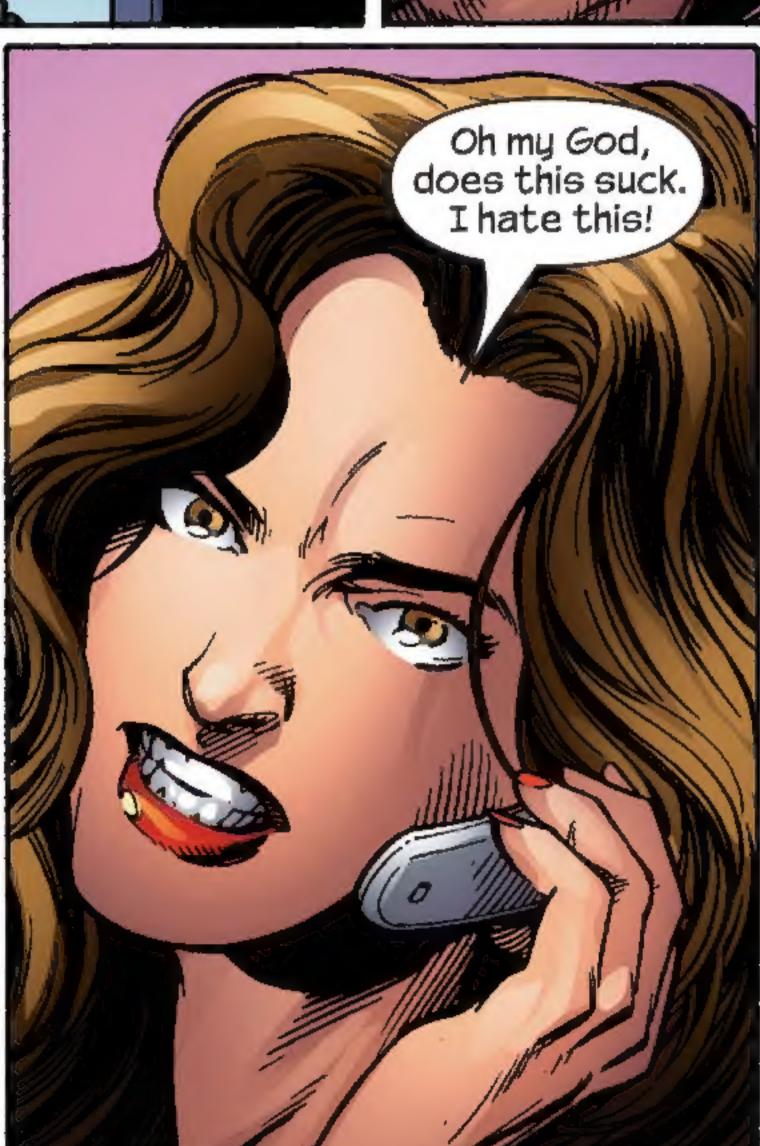










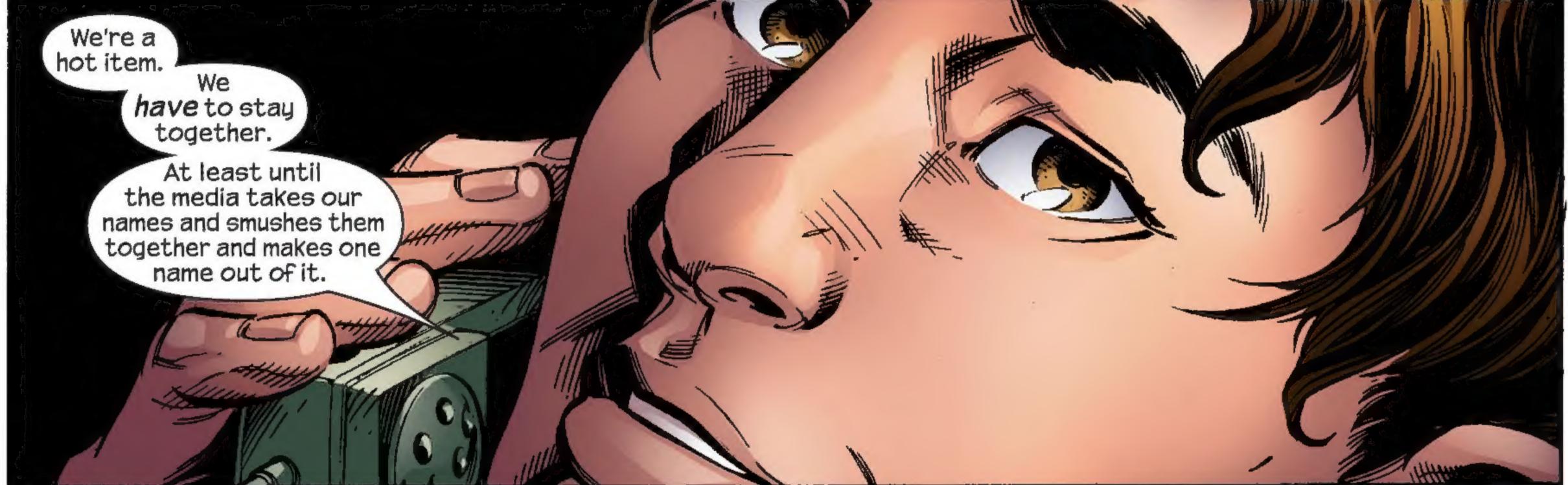












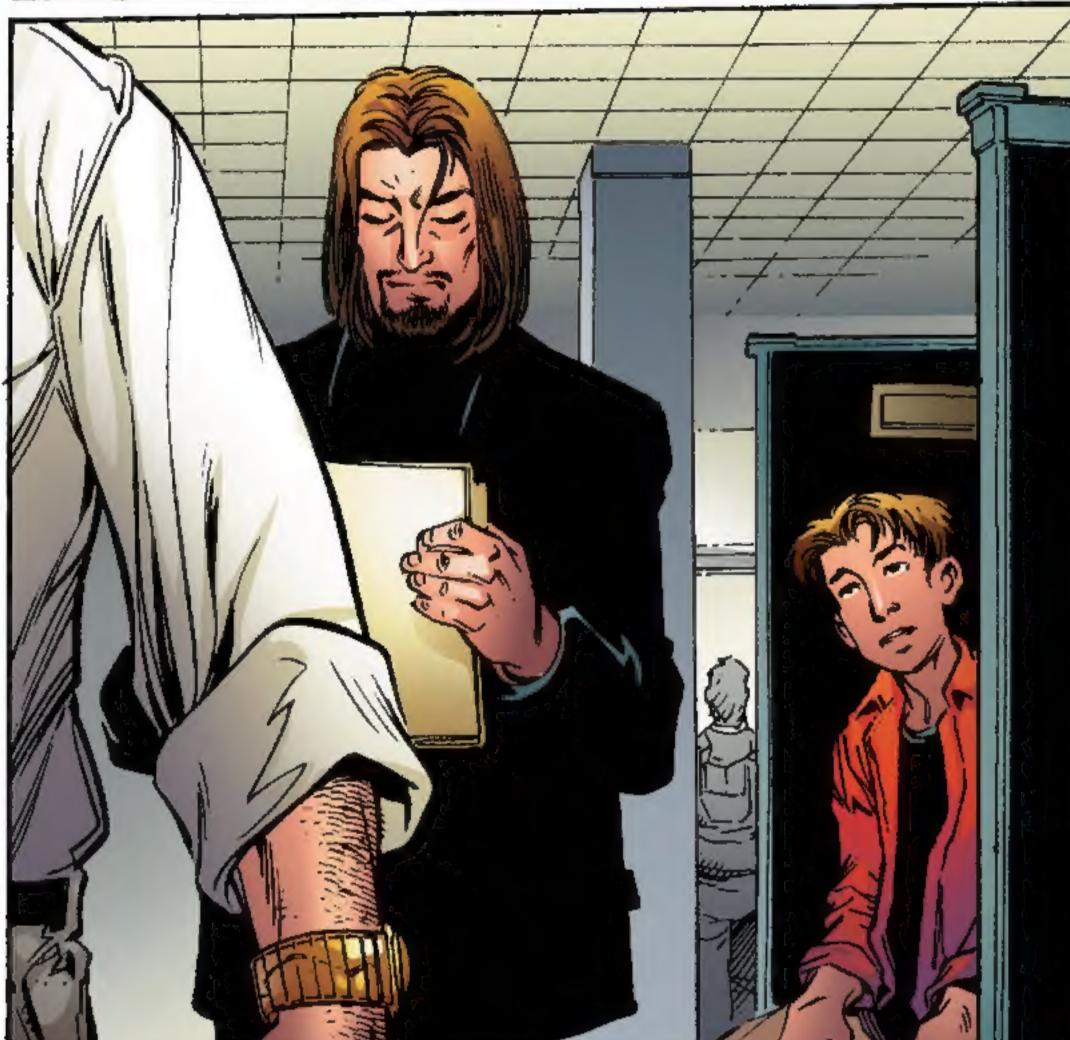










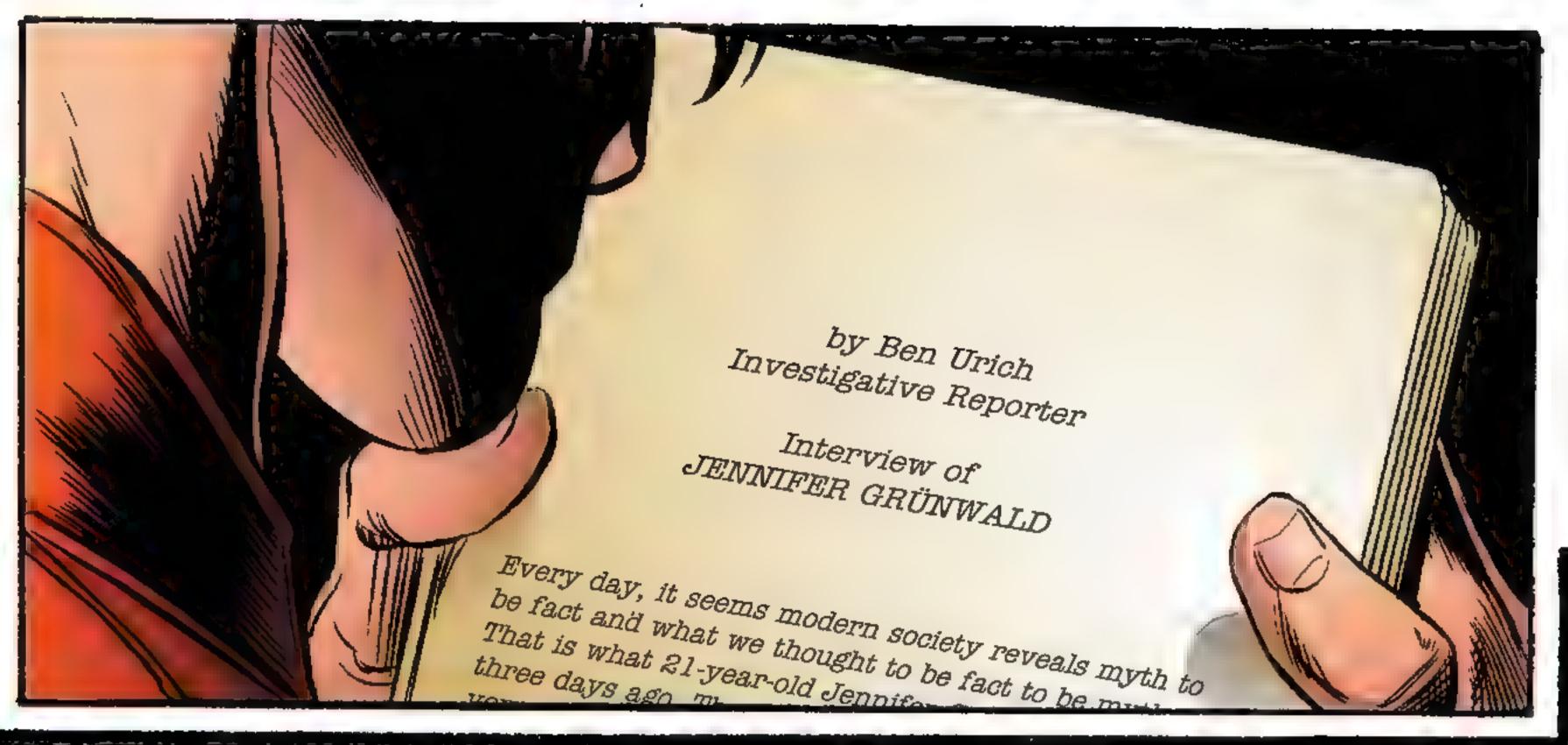














"I can't remember exactly what

he said other than that I was

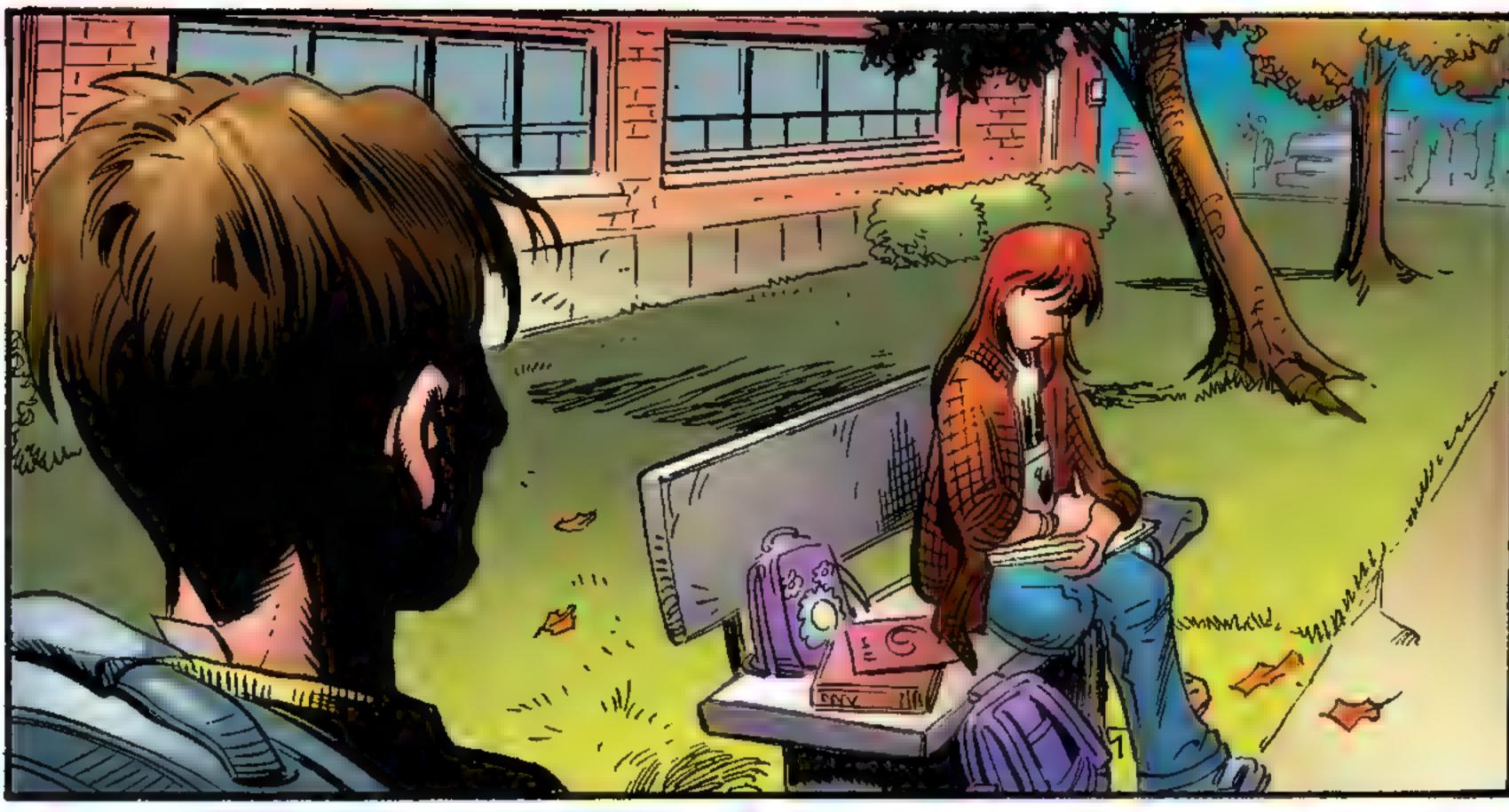
follow him outside.

overwhelmed with a feeling to

















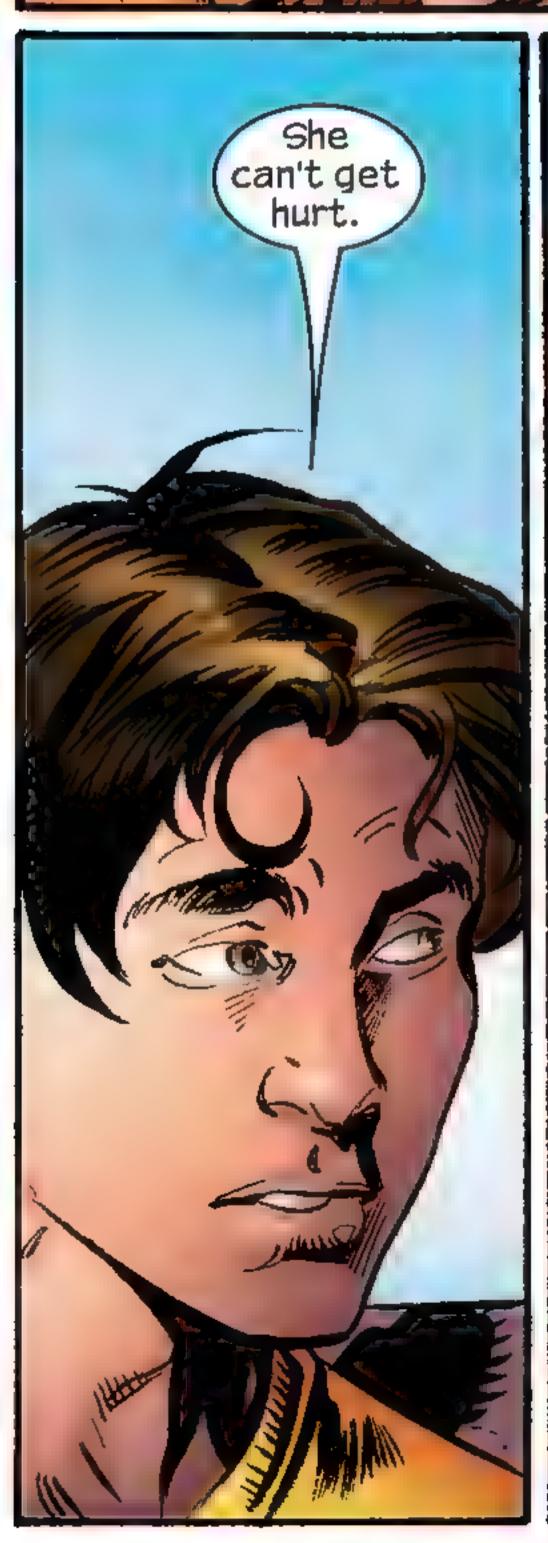








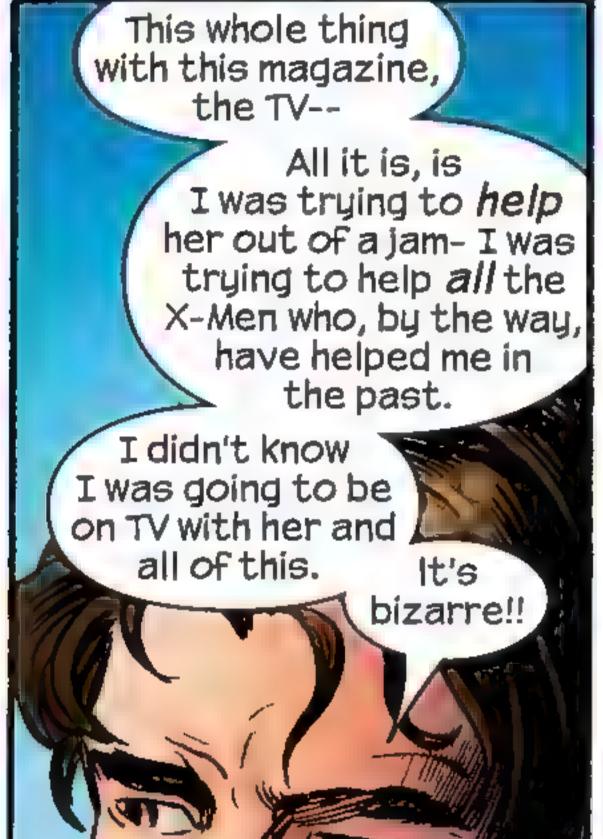








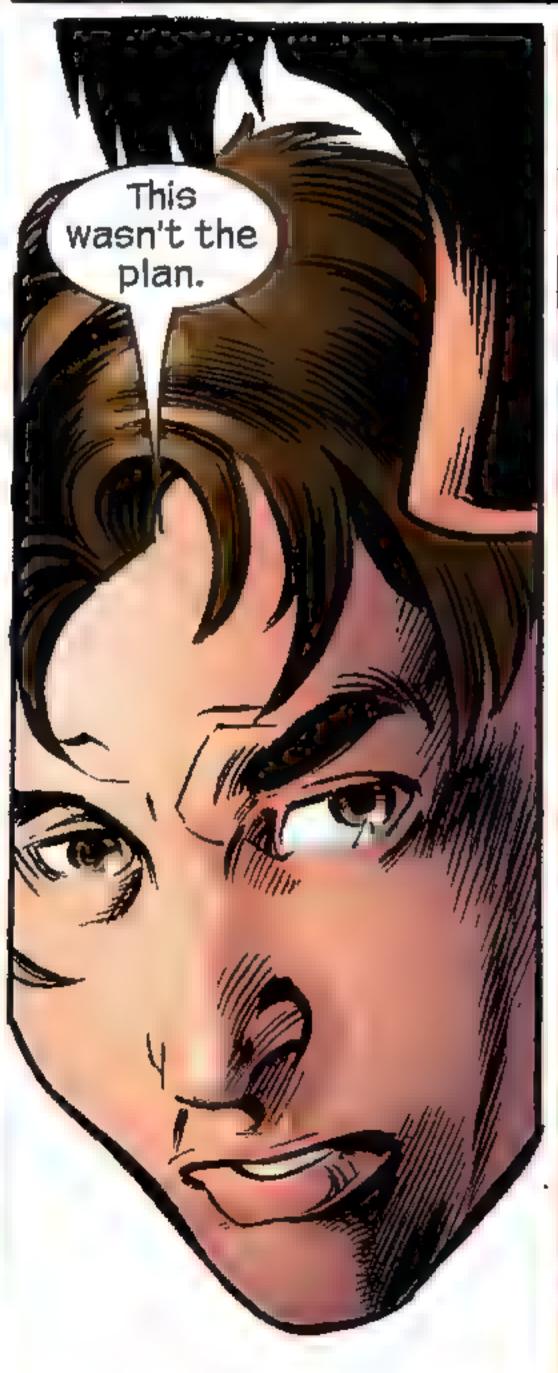


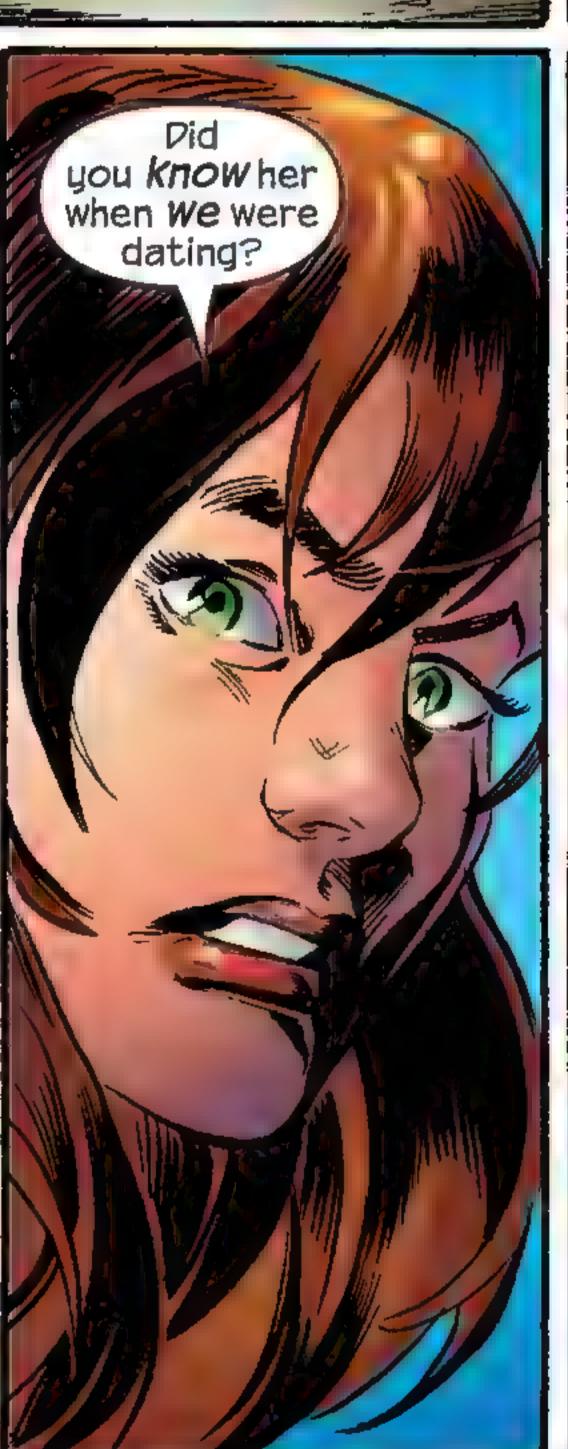


















to see me making out with one of the guys on the team? You ready to see me all over some guy?

what you really want?? When you close your eyes and try to imagine a happy life for yourself is that what you see??

You're not my best friend.

I'm mad at you. I don't want to talk to you. I hate this.





